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Township Clerk at 732-615-2014



Township of Middletown
Town Hall-Main Meeting Room
One Kings Highway
Middletown, NJ 07748

DECEMBER 06, 2018 SPECIAL MEETING

MEETING OPENS AT 6:30 P.M. - MEETING STATEMENT:

The notice requirements provided for in the Open Public Meetings Act have been satisfied. Notice of this meeting was properly given by transmission to The Star Ledger, The Independent, and Two River Times and by posting at the Middletown Township Municipal Building and filing with the Township Clerk all on November 22, 2018.

ROLL CALL

Committeeman Fiore Committeeman Hibell
Committeeman Perry Committeewoman Snell
Mayor Settembrino

EXECUTIVE SESSION

1. **Contract Negotiations – N.J.S.A. 10:4-12(b)(4) or (b)(7) Town Hall Municipal Complex (ATOD JANUARY 2019)**

MEETING OPENS AT 8:30 P.M. - MEETING STATEMENT:

The notice requirements provided for in the Open Public Meetings Act have been satisfied. Notice of this meeting was properly given by transmission to The Star Ledger, The Independent, and Two River Times and by posting at the Middletown Township Municipal Building and filing with the Township Clerk all on November 22, 2018.

PLEDGE OF ALLEGIANCE

AGENDA ITEMS

2. POSSIBLE INTRODUCTION 2018-3239 Ordinance Authorizing Sale Leaseback Agreement With Reveter As A Capital Lease With Middletown Municipal Complex Urban Renewal, LLC For Redevelopment Of New Town Hall Building For The Township Of Middletown
3. 18-263 Resolution Designating Middletown Municipal Complex Urban Renewal, LLC As The Redeveloper Of The Municipal Complex Redevelopment Plan Area As Part Of A Public Private Partnership Entered Under The Local Redevelopment And Housing Law Subject To Final Entry Of Redevelopment Agreement Within 30 Days

TOWNSHIP COMMITTEE COMMENTS

PUBLIC COMMENTS

ADJOURNMENT

RESOLUTION NO. 18-263

**TOWNSHIP OF MIDDLETOWN
COUNTY OF MONMOUTH**

**RESOLUTION DESIGNATING MIDDLETOWN MUNICIPAL COMPLEX URBAN RENEWAL, LLC AS
THE REDEVELOPER OF THE MUNICIPAL COMPLEX REDEVELOPMENT PLAN AREA AS PART OF A
PUBLIC PRIVATE PARTNERSHIP ENTERED UNDER THE LOCAL REDEVELOPMENT AND HOUSING
LAW SUBJECT TO FINAL ENTRY OF REDEVELOPMENT AGREEMENT WITHIN 30 DAYS**

WHEREAS, on April 3, 2017, the governing body, acting as the Township's Redevelopment Agency, adopted Resolution No. 17-133 authorizing and requesting the Planning Board to undertake a preliminary investigation of the properties, identified as Block 815, Lots 1.01, 6, and 7, which make up the Town Hall complex, to determine whether the area qualifies as an "area in need of redevelopment" pursuant to the Local Redevelopment and Housing Law, N.J.S.A. 40A:12A-1 et seq.; and

WHEREAS, on June 7, 2017, the Planning Board held a properly noticed public hearing pursuant to the requirements of N.J.S.A. 40A:12A-6 concerning the Area of Investigation recommending that it be designated as an area in need of redevelopment for non-condemnation purposes; and

WHEREAS, on June 19, 2017, pursuant to Resolution No. 17-184, the Township Committee determined that the Area of Investigation is an area in need of redevelopment for non-condemnation purposes; and

WHEREAS, on August 21, 2017, pursuant to Ordinance No. 2017-3200, the Township Committee adopted the Municipal Complex Redevelopment Plan consisting of Block 815, Lots 1.01, 6 and 7; and

WHEREAS, on October 16, 2017, pursuant to Resolution No. 17-256, the Township Committee authorized the solicitation of Requests for Proposals ("RFPs") for the redevelopment of the Municipal Complex Redevelopment Plan area through a public-private partnership; and

WHEREAS, on December 12, 2017, two responsive submissions were made to the Township Committee for review of qualifications and evaluation that included a financial analysis by consultants retained by the Township; and

WHEREAS, on February 20, 2018, pursuant to Resolution No. 18-98, the Township conditionally designated Brandywine Acquisitions and Development, LLC as the Redeveloper of the Municipal Complex Redevelopment Plan area; and

WHEREAS, on September 19, 2018, pursuant to Resolution No. 18-219, the Township extended the conditional designation of the Redeveloper to December 31, 2018; and

WHEREAS, on November 17, 2018, pursuant to Ordinance No. 2018-3236, the Township adopted an amended Municipal Complex Redevelopment Plan; and

WHEREAS, the Redeveloper has established a new single purpose entity, Middletown Municipal Complex Urban Renewal, LLC, for the purpose of developing a new Town Hall for the Township; and

WHEREAS, the Redeveloper and the Township have been in exclusive negotiations during the course of the year in relation to a Capital Sale/Lease Back Agreement and Redevelopment Agreement, which is close to being finalized.

NOW, THEREFORE, BE IT RESOLVED by the Township Committee in the Township of Middletown in the County of Monmouth, State of New Jersey that it hereby formally designates Middletown Municipal Complex Urban Renewal, LLC (a single purpose entity formed by Brandywine Acquisitions & Development, LLC) as the Redeveloper of the Municipal Complex Redevelopment Plan area consisting of Block 815, Lots 1.01, 6 and 7 subject only to making all necessary escrow payments and final entry of Redevelopment Agreement and related agreements pursuant to N.J.S.A. 40A:12A-8 and N.J.S.A. 40A:12A-9 within 30 days.

ORDINANCE NO. 2018-3239

**TOWNSHIP OF MIDDLETOWN
COUNTY OF MONMOUTH**

**ORDINANCE AUTHORIZING SALE LEASEBACK AGREEMENT WITH
REVETER**

**AS A CAPITAL LEASE WITH MIDDLETOWN MUNICIPAL COMPLEX
URBAN RENEWAL, LLC FOR REDEVELOPMENT OF NEW TOWN HALL
BUILDING FOR THE TOWNSHIP OF MIDDLETOWN**

WHEREAS, on April 3, 2017, the governing body, acting as the Township's Redevelopment Agency, adopted Resolution No. 17-133 authorizing and requesting the Planning Board to undertake a preliminary investigation of the properties, identified as Block 815, Lots 1.01, 6, and 7, which make up the Town Hall complex, to determine whether the area qualifies as an "area in need of redevelopment" pursuant to the Local Redevelopment and Housing Law, N.J.S.A. 40A:12A-1 et seq.; and

WHEREAS, on June 7, 2017, the Planning Board held a properly noticed public hearing pursuant to the requirements of N.J.S.A. 40A:12A-6 concerning the Area of Investigation recommending that it be designated as an area in need of redevelopment for non-condemnation purposes; and

WHEREAS, on June 19, 2017, pursuant to Resolution No. 17-184, the Township Committee determined that the Area of Investigation is an area in need of redevelopment for non-condemnation purposes; and

WHEREAS, on August 21, 2017, pursuant to Ordinance No. 2017-3200, the Township Committee adopted the Municipal Complex Redevelopment Plan consisting of Block 815, Lots 1.01, 6 and 7; and

WHEREAS, on October 16, 2017, pursuant to Resolution No. 17-256, the Township Committee authorized the solicitation of Requests for Proposals ("RFPs") for the redevelopment of the Municipal Complex Redevelopment Plan area through a public-private partnership; and

WHEREAS, on December 12, 2017, two responsive submissions were made to the Township Committee for review and evaluation that included a financial analysis by consultants retained by the Township; and

WHEREAS, on February 20, 2018, pursuant to Resolution No. 18-98, the Township conditionally designated Brandywine Acquisitions and Development, LLC as the Redeveloper of the Municipal Complex Redevelopment Plan area; and

WHEREAS, on November 17, 2018, pursuant to Ordinance No. 2018-3236, the Township adopted an amended Municipal Complex Redevelopment Plan; and

WHEREAS, the Redeveloper has established a single purpose entity, Middletown Municipal Complex Urban Renewal, LLC, for the purpose of developing a new Town Hall for the Township, which collectively with Brandywine Acquisitions and Development, LLC, shall hereinafter be referred to as “the Redeveloper”; and

WHEREAS, on December 6, 2018, pursuant to Resolution **No. 18-____**, the Township has designated the Redeveloper as the redeveloper of the Municipal Complex Redevelopment Plan area subject now only to entry of a Redevelopment Agreement within thirty (30) days of the adoption of this ordinance; and

WHEREAS, pursuant to N.J.S.A. 40A:12A-8, the Township and the Redeveloper have negotiated a Sale Leaseback Agreement with a Reverter (“the Agreement”) to govern the conveyance, financing and construction of the new Town Hall building; and

WHEREAS, under the Agreement, the Township will convey a portion of its property to the Redeveloper for the development of a new Town Hall, the Redeveloper will privately finance and construct the new Town Hall pursuant to the Township’s specifications, and the Township will make capital lease payments on the new Town Hall for a term of 30 years, at which time full fee ownership of the property and improvements revert back to the Township; and

WHEREAS, the Township has conducted significant analysis regarding the costs and benefits of this Agreement, which allows the Township to construct a new Town Hall more expeditiously with a guaranteed maximum contract price, without incurring any debt service while having minimal impact on future taxes as it is set to coincide with a drop in the Township’s pre-existing debt service payments, and will be further offset through revenue generated by the sale or lease of two pad sites along Route 35.

NOW, THEREFORE, BE IT ORDAINED by the Township Committee of the Township of Middletown in the County of Monmouth, State of New Jersey, as follows:

SECTION 1. The above recitals are incorporated by reference as if fully set forth herein.

SECTION 2. The Township Committee hereby approves the Sale Leaseback Agreement with a Reverter for the redevelopment of a new Town Hall building with Middletown Municipal Complex Urban Renewal, LLC, pursuant to the terms and conditions contained therein, which is attached hereto and made part hereof.

SECTION 3. The Township Committee hereby authorizes and directs the Mayor to execute the Sale Leaseback Agreement with a Reverter upon adoption of this Ordinance.

SECTION 4. The Township Committee hereby authorizes and directs the Township Administrator, Chief Financial Officer, Township Attorney, Township Engineer and other Township employees and agents to take any necessary and appropriate actions to effectuate the implementation of this Ordinance and Sale Leaseback Agreement with a Reverter.

SECTION 5. All ordinances of the Township which are inconsistent with the provisions of this Ordinance are hereby repealed as to the extent of such inconsistency.

SECTION 6. If any section, subsection, clause or phrase of this ordinance is for any reason held to be unconstitutional or invalid by any Court of competent jurisdiction, such decision shall not affect the remaining portion of this Ordinance.

SECTION 7. This Ordinance shall take effect immediately upon final passage, approval and publication as provided by law.